

This order is SIGNED.

Dated: November 22, 2016



R. KIMBALL MOSIER
U.S. Bankruptcy Judge



Order Submitted by:

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**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF UTAH, CENTRAL DIVISION**

In re

III EXPLORATION II LP,

Debtor.

Bankruptcy No. 16-26471 (RKM)

Chapter 11

**ORDER APPROVING BID PROCEDURES FOR SALE OF
DEBTOR'S NORTH DAKOTA ASSETS**

The matter before the Court is the *Motion for Order Approving Bid Procedures for Sale of Debtor's North Dakota Assets* (the "Motion"), filed on November 9, 2016, by III Exploration II, LP (the "Debtor").

THE COURT, having considered the Motion, having determined that appropriate notice of the Motion was provided to creditors and parties in interest in this case, and

having determined that good cause exists for granting the relief sought through the Motion, HEREBY ORDERS AS FOLLOWS:

1. The Motion is granted.
2. All objections (if any) to the Motion or to any relief requested in the Motion related to the Bid Procedures that have not been withdrawn, waived, or settled, and all reservations of rights (if any) included therein, are overruled.
3. The Bid Procedures,¹ in the form attached as Exhibit 1 to the Court's prior Order Approving Bid Procedures for Sale of Substantially All of Debtor's Assets, shall govern the Debtor's auction of the North Dakota Assets with the following exceptions:
 - a. The Bid Deadline shall be November 23, 2016 at 12:00 noon
(prevailing Mountain Time);
 - b. The Debtor shall notify all Qualified Bidders on or before November 28, 2016 at 12:00 noon prevailing Mountain Time whether it has qualified as a Qualified Bidder;
 - c. The Auction shall take place on November 29, 2016 at 2:00 p.m.
prevailing Mountain Time;
 - d. The QEP Bid shall be deemed a Qualified Bid without further action on QEP's part;
 - e. The Debtor with the consent of the First Lien Lenders shall have discretion to modify any deadlines with respect to the North Dakota

¹ Capitalized terms used by not otherwise defined herein shall have the meaning ascribed in the Motion.

Assets and to modify the Bid Procedures in order to achieve a result in the opinion of the Debtor and the First Lien Lenders that will maximize the proceeds of the sale of the North Dakota Assets.

4. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

--- END OF ORDER ---

DESIGNATION OF PARTIES TO BE SERVED

Service of the foregoing Order shall be served to the parties and in the manner designated below:

By Electronic Service: I certify that the parties of the record in this case as identified below, are registered CM/ECF users and will be served notice of entry of the foregoing Order through the CM/ECF system:

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